

**BYLAWS**  
**WINFIELD AREA CHAMBER OF COMMERCE**

Adopted by the Board of Directors on September 21, 2015

**ARTICLE I – GENERAL**

**Section 1      NAME**

This organization is incorporated under the laws of the State of Kansas and shall be known as the Winfield Area Chamber of Commerce. (CHAMBER)

**Section 2      MISSION**

The mission of the CHAMBER is: Advancing the economic and community development of the greater Winfield and Cowley County area through leadership, education and advocacy.

**Section 3      AREA**

The Winfield Area economic region shall include portions of the counties of Cowley, Sumner, Chautauqua, Butler, and Elk, Kansas, and Kay, Oklahoma.

**Section 4      ORGANIZATION**

The CHAMBER shall observe all local, state, and Federal laws which apply to a not for profit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.

**ARTICLE II – MEMBERSHIP**

**Section 1      ELIGIBILITY**

Any person, firm association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

**Section 2      ELECTION**

Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. All applications shall be submitted to the Board of Directors with a recommendation by the Membership Committee. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the scheduled investment as provided in Section 3 of Article II.

**Section 3      INVESTMENTS**

Membership investments shall be at such rate or rates, schedule, or formula as may be from time to time prescribed by the Board of Directors, payable in advance on a monthly, quarterly, semi-annual, or annual basis.

**Section 4      TERMINATION**

a) Any member may resign from the Chamber upon written or verbal request to any member of the Executive Committee or the CEO of the organization. The CHAMBER staff will acknowledge the resignation request in writing and will inform the Board of Directors of the resignation at its next regularly scheduled meeting. The resignation will be considered effective as of the date of the written acknowledgement of the action by the CHAMBER staff. Investments are not refunded.

b) Any member with outstanding balances after ninety (90) days from the date due shall be presented to the board for discussion. The Board of Directors may consider extension of the due date for good cause. Unless the Board of Directors instructs the CEO to continue to pursue collection, the CEO shall write off the unpaid balances.

**Section 5 VOTING RESTRICTION OF MEMBERS**

Every member of the CHAMBER is entitled to one vote in any election, referendum, or membership meeting. Business firms may exercise multiple voting memberships by designating representative members of the CHAMBER to represent the firm in voting situations and on project committees. The number of such designated or assigned voting memberships shall be based upon multiples of the individual minimum base membership or dues investment.

No voting by proxy shall be permitted. Ballots will be delivered to each member by email or mail.

**Section 6 EXERCISE OF PRIVILEGES**

Any person, firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

**Section 7 ORIENTATION**

Every new member of the Board of Directors, committee chairmen, committee personnel, and staff shall participate in an orientation program outlining their respective duties prior to assuming their duties. Every effort will be made to orient new members regarding the aims, objectives, and work program of the CHAMBER.

**ARTICLE III – MEETINGS**

**Section 1 ANNUAL MEETING**

The Annual Meeting of the CHAMBER shall be held as soon as practical after the beginning of the fiscal year. The time and place shall be fixed by the Board of Directors and notice thereof given by e-mail or mail to each member at least ten (10) days before said meeting.

**Section 2 ADDITIONAL MEETING**

a) General Membership Meetings of the CHAMBER may be called by the Chair at any time, or upon petition in writing of any thirty (30) members in good standing. Notice of such meetings shall be by any method prescribed by the Executive Committee.

b) Board Meetings will be held each month. Special Board meetings may be called by the Chair or by the Board of Directors upon written request of six (6) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least one (1) day prior to said meeting.

c) Committee Meetings may be called at any time by the Chair, Chair Elect, Vice Chair, Immediate Past Chair, or Committee Chair.

**Section 3 QUORUMS**

a) At any duly called General Membership Meeting of the CHAMBER, 10% of the members shall constitute a quorum.

b) At any duly called Board of Directors meeting, a majority of the elected Directors shall constitute a quorum.

c) At any duly called Executive Committee meeting, a majority of the elected officers shall constitute a quorum.

d) At Committee Meetings, a majority shall constitute a quorum except that when a Committee consists of more than nine (9) members, five (5) shall constitute a quorum.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **Section 1 COMPOSITION OF THE BOARD**

**Amended by the Board of Directors on September 17, 2012**

**Amended by the Board of Directors on September 11, 2015**

The Board of Directors shall be composed of a minimum of twelve (12) and a maximum of fifteen (15) voting members, of which one being the Immediate Past Chair serving as a Director at Large. The Treasurer, appointed by the Board shall serve as a non-voting ex-officio member, unless the Treasurer is also an elected member of the board, and, if the Board desires, seven (7) additional ex-officio members. A minimum of four (4) members shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. Ex-officio members shall serve terms of one (1) year and shall be non-voting members.

The Board of Directors shall have the general supervision, management and control of the affairs and business of the CHAMBER. In addition to all powers vested by law in the Board of Directors, it shall have the power to purchase or otherwise acquire, lease, sell, convey, transfer, assign, mortgage, pledge, or otherwise encumber or deal in any property rights, interests, or privileges of the CHAMBER upon such terms and conditions and for such price as such Board sees fit, without further authorization by the members of the CHAMBER, and to elect or appoint assistants to the general officers and designate their qualifications, duties, compensation, and terms of office. The Board of Directors shall have the power to authorize the borrowing of money for CHAMBER purposes, and the execution in the CHAMBER name of evidences of indebtedness.

### **Section 2 SELECTION AND ELECTION OF DIRECTORS**

a) Nominating Committee. At the regular August Board meeting, the Chair shall appoint, subject to approval by the Board of Directors, a Nominating Committee of at least three (3) members of the CHAMBER. The Chair shall designate the Chair of the Committee.

b) Upon appointment of the Nominating Committee, CHAMBER staff shall notify the membership that a Nominating Committee has been formed and will be accepting applications and preparing a list of potential candidates to fill the seats of the retiring board members. Staff will provide all potential nominees with application/qualification forms for their nomination to be considered. Those nominated must be an active member in good standing and must have agreed in writing to accept the responsibilities of a directorship. No board member who has served two (2) consecutive three-year terms is eligible for election for a third term. A period of (1) year of non-participation on the Board of Directors must elapse before serving another elected term. The nominating committee will strive to select candidates that are from various types of businesses and professions to create a balanced representation of the membership. The Nominating Committee will meet to review the nominations and prepare a slate of names to fill the number of vacant seats on the Board of Directors, to be presented to the Chair no later than September 10.

c) Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the Chair shall immediately notify the membership, by email or mail, the slate of names of persons nominated as candidates for Directors, and the right of petition.

d) Nominations by Petition. Additional candidates for Directors can be nominated by petitions bearing the genuine signatures of at least ten (10) qualified members of the CHAMBER. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

e) Determination. If no petition is filed within the designated period, the slate of names shall be considered final and presented to the CHAMBER Board of Directors for approval. If a valid petition presents additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. The Chair shall e- mail or mail this ballot to all CHAMBER members with voting rights at least fifteen (15) days before the regular October Board of Directors meeting with instructions to vote for the number of candidates for which there are vacant positions.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the CHAMBER office within ten (10) days. The Board of Directors shall at the regular October board meeting declare elected the candidates with the greatest number of votes to fill the vacant positions.

f) Election Audit Committee. If there is a ballot submitted to the membership, The Chair shall appoint at least three (3), but not more than five (5) auditors, who are not members of the Board of Directors or candidates for election. Such tellers shall have complete supervision of the auditing of the ballots. They shall report the results of the election to the Board of Directors. "In case of a tie, the Board of Directors will break the tie."

### **Section 3 SEATING OF NEW DIRECTORS**

All newly elected Board members may attend the regular Board meetings following their election and shall be voting members commencing January 1 of their term. Retiring Directors shall continue to serve until December 31.

### **Section 4 VACANCIES**

All vacancies on the Board of Directors, or among the Officers for any reason, shall be filled by the Board of Directors by a majority vote. These positions may be filled by members who are nearing the end of their terms, to extend their stay on the board for no longer than three (3) additional years of service. This extension counts as the individuals' second consecutive term and is subject to those rules.

### **Section 5 POLICY**

The Board of Directors is responsible for establishing a Procedures Manuel, and Personnel and Policies Manual, which all shall be reviewed annually and revised as necessary. Other manuals, as deemed necessary by the Board of Directors, shall be maintained.

### **Section 6 MANAGEMENT**

The Board of Directors shall employ a CEO and shall establish the salary and other considerations of employment.

### **Section 7 INDEMNIFICATION**

The CHAMBER may, by resolution of the Board of Directors, provide for indemnification by the CHAMBER of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the CHAMBER, except in relation to matters as to which such Directors shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of their duties.

## ARTICLE V - OFFICERS

### **Section 1 DETERMINATION OF OFFICERS**

The Nominating Committee appointed by the Chair at the August meeting of the Board of Directors, shall also recommend three (3) directors to serve as Chair Elect, Vice Chair, and Treasurer of the CHAMBER for the next fiscal year. The current Chair Elect shall automatically serve as Chair and the Vice Chair shall serve as Chair Elect for the following fiscal year. Prior to October 10, the Nominating Committee shall make its recommendations for the officers to the current Chair, who shall then notify all members of the Board of the recommendations of the Nominating Committee for officers for the coming year. Additional nominations may be submitted at the regular October meeting. If additional nominations for officers are submitted, the Board shall at its October meeting elect officers, by secret ballot, for the coming year.

### **Section 2 DUTIES OF OFFICERS**

a) CHAIR: The Chair shall, with the advice and counsel of the CEO assign members of the Executive Committee to areas of committee responsibility, subject to the approval of the Board of Directors.

The Chair shall, with the advice and counsel of the Executive Committee, determine all committees, select all committee chairs, and assist in the selection of committee personnel, subject to the approval of the Board of Directors.

The Chair has the authority to sign all deeds, contracts and other instruments affecting the operation of the CHAMBER and any of its properties.

The Chair shall be responsible for submitting an annual Program of Work for the approval of the Board of Directors.

b) CHAIR ELECT: The Chair Elect shall serve as first assistant to the Chair of the CHAMBER Board of Directors, performing those duties of the Chair in the absence of the Chair.

The Chair Elect shall assume responsibility for an area of committee activities as assigned by the Chair. The Chair Elect shall oversee the activities of those committees and shall ensure that their actions are in accordance with objectives and goals of the CHAMBER Program of Work.

c) VICE CHAIR: The Vice Chair shall serve as second assistant to the Chair of the CHAMBER Board of Directors, performing those duties of the Chair in absence of the Chair and Chair Elect.

d) TREASURER: The Treasurer shall be responsible for the safeguarding of all funds received by the CHAMBER and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the CEO or, in the absence of either or both, by any two (2) officers. The Treasurer shall cause a monthly financial report to be made to the Board, and shall serve as financial advisor to the committees of the CHAMBER.

d) IMMEDIATE PAST CHAIR: The Immediate Past Chair shall serve as an advisor to the Chair and the Board of Directors. The Immediate Past Chair shall assume responsibility for various duties as assigned by the Chair, and shall ensure that those activities are in accordance with objectives and goals of the CHAMBER Program of Work

e) CEO: The CEO shall be the chief administrative and executive officer. The CEO shall serve as secretary to the Board of Directors and Executive Committee, and cause to be prepared notices, agendas, and minutes of meetings of the Board and the Executive Committee.

The CEO shall serve as advisor to the Chair and Board on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the program of the CHAMBER.

The CEO shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

With the assistance of the Executive Committee, the CEO shall be responsible for administration of the Program of Work in accordance with the policies and regulations of the Board of Directors.

The CEO shall be responsible for hiring, discharging, directing, and supervising all employees.

With the cooperation of the Executive Committee, the CEO shall be responsible for the preparation of an operating budget covering all activities of the CHAMBER, subject to approval of the Board of Directors. The CEO shall also be responsible for all expenditures with approved budget allocation, overseeing and executing the CHAMBER activity calendar and overseeing all accounting functions.

### **Section 3 EXECUTIVE COMMITTEE**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the Chair, Immediate Past Chair, Chair Elect, Vice Chair, Treasurer, and CEO. The Chair shall serve as head of the Executive Committee. All members of the Executive Committee shall have voting rights except the Treasurer and CEO. If the Treasurer is also an elected member of the Board of Directors, then that position shall have voting rights.

### **Section 4 INDEMNIFICATION**

The CHAMBER may, by resolution of the Board of Directors, also provide for indemnification by the CHAMBER of any and all of its past or present officers, committee members and/or employees as described in Article IV, Section 7 of these bylaws.

## **ARTICLE VI – COMMITTEES, TASK FORCES AND DIVISIONS**

### **Section 1 APPOINTMENT AND AUTHORITY**

The Chair shall appoint all committees, task forces and chairs subject to approval of the Board of Directors. The Board shall authorize and define the powers and duties of all standing and special committees and task forces except those committees whose functions are set forth in these bylaws. Committee and task force appointments shall be at the will and pleasure of the Chair and in no event shall exceed the term of the appointing Chair.

It shall be the function of the committees and task forces to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry out such activities as may be delegated to them by the Board.

### **Section 2 LIMITATION OF AUTHORITY**

Any action not consistent with these bylaws, nor action by any member, committee, task force, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Committees and task forces shall be discharged by the Chairman when their work has been completed and their reports accepted, or, when in the opinion of the Board of Directors, it is deemed wise to discontinue the committees and task forces.

### **Section 3 TESTIMONY**

Once committee or task force action has been approved by the Board of Directors, it shall be incumbent upon the chairs or, in their absence, whom they designate as being familiar enough with the issue to give testimony to, or make presentations before civic and government agencies.

#### **Section 4 DIVISIONS**

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the CHAMBER. Any number of members who desire to be associated together as a group for the purpose of promoting more effectively the special business or professional activity in which they are interested may also form such entities following procedures established in the CHAMBER bylaws.

The desire to form a division may be communicated to the Board of Directors in a petition signed by at least ten (10) individual member firms. The petition shall state the purpose of the proposed division and the regulations by which it would be governed.

The Board of Directors shall approve the formation of divisions, bureaus, departments, councils, and subsidiary corporations by a two-thirds (2/3) vote. It shall authorize and define the powers and duties of all such entities. The Board shall annually review and approve all activities and propose programs of such divisions, bureaus, departments, councils, and subsidiary corporations, including collection and disbursement of funds. Any such entity may be dissolved by a two-thirds (2/3) vote of the Board of Directors.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the CHAMBER, unless approved by the Board of Directors.

### **ARTICLE VII – FINANCES**

#### **Section 1 FUNDS**

All money paid to the CHAMBER shall be placed in a general operating fund, or such other funds as the Board of Directors may from time to time authorize.

#### **Section 2 DISBURSEMENTS**

No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board of Directors through adoption of a budget or a special appropriation vote. Upon approval of the budget, the CEO is authorized to make disbursements on accounts and expenses provided for in the budget, not exceeding \$5,000 without additional approval of the Board of Directors. Disbursements shall be by check, credit card or petty cash, and the CEO shall maintain adequate records of such disbursements.

#### **Section 3 FISCAL YEAR**

The fiscal year of the CHAMBER shall commence on January 1 and shall close on December 31.

#### **Section 4 BUDGET**

Members of the Executive Committee shall serve as a Budget and Finance Committee. The Committee shall occasionally advise the Board of Directors with respect to the financial condition and policies of the organization. It shall suggest ways and means of conserving the revenues and increasing the membership of the CHAMBER.

The Budget and Finance Committee shall be responsible for establishing the budget necessary to meet the requirements of the CHAMBER Program of Work. It shall be responsible for determining the ways and means by which budget requirements are met.

The Budget and Finance Committee shall present a budget of estimated income and expenditure and submit it to the Board of Directors at the Board's November meeting. As approved by the Board, the budget shall serve as the appropriation measure for the CHAMBER. No committee may exceed its appropriation without prior consent of the Board.

#### **Section 5 ANNUAL REVIEWOR AUDIT**

The accounts of the CHAMBER shall have an annual review that will be prepared by either a Special Audit Committee appointed by the Chair consisting of three (3) to five (5) people of which a majority shall be non-board members. The Board may also hire an accounting firm to

perform the review or engage a firm for an audit. The annual review or audit shall at all times be available to members of the organization within the office of the CHAMBER.

**Section 6 BONDING**

An employee dishonesty bond covering CHAMBER staff, non-compensated board members and volunteers who handle money or sign checks shall be purchased in the amount of not less than \$50,000.

**ARTICLE VIII – DISSOLUTION**

**Section 1 PROCEDURE**

The CHAMBER shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the CHAMBER. On dissolution of the CHAMBER any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (c) (3).

**ARTICLE IX – PARLIAMENTARY AUTHORITY**

**Section 1 ROBERTS RULES OF ORDER**

The current edition of Roberts Rules of Order shall be the final source of authority in all question of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the CHAMBER.

**ARTICLE X – AMENDMENTS**

**Section 1 CHANGES**

These bylaws may be amended or repealed by a three-fourths (3/4) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes proposals for amendments or repeals. Any proposed amendment or repeal shall be submitted to the Board of Directors or the members in writing at least ten (10) days in advance of the meeting at which it is to be acted upon.

The entire body of the Bylaws have been rewritten and Adopted by the Board of Directors on July 18, 2011.

Article IV-Section 1 was amended by the Board on September 17, 2012.

Article IV-Section 1 was amended by the Board on September 21, 2015